**SUPPLEMENT NO. 1 DATED 10 AUGUST 2026 TO THE BASE PROSPECTUS DATED 16 JULY 2026 AND TO THE FINAL TERMS DATED 1 JULY 2026 (XS3237134997), THE FINAL TERMS DATED 1 JULY 2026 (XS3280485155) AND THE FINAL TERMS DATED 7 AUGUST 2026 (XS3332412850)**

**Bank of America Corporation**
*(a Delaware (U.S.A.) Corporation)*

**BofA Finance LLC**
***(a Delaware (U.S.A.) Limited Liability Company)***

**Merrill Lynch B.V.**
(*a Dutch Private Limited Liability Company*)

**NOTE, WARRANT AND CERTIFICATE PROGRAMME**

Unconditionally and irrevocably guaranteed
(in respect of Instruments issued by BofA Finance LLC and Merrill Lynch B.V.)

by

**Bank of America Corporation**

**Supplement to the Base Prospectus**

This supplement (the "**Supplement**") to the base prospectus of Bank of America Corporation ("**BAC**"), BofA Finance LLC ("**BofA Finance**") and Merrill Lynch B.V. ("**MLBV**") dated 16 July 2026 (the "**Original Base Prospectus**") (together with this Supplement, the "**Base Prospectus**"), prepared in connection with the Note, Warrant and Certificate Programme (the "**Programme**") of BAC, BofA Finance and MLBV constitutes a supplement for the purposes of Article 23(1) of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**"). Terms defined in the Base Prospectus have the same meanings when used in this Supplement.

This Supplement also constitutes a supplement to the final terms dated 1 July 2026 (ISIN: XS3237134997), the final terms dated 1 July 2026 (ISIN: XS3280485155) and the final terms dated 7 August 2026 (XS3332412850) (together, the "**Affected Final Terms**").

On 16 July 2026, the Base Prospectus was approved by the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") as competent authority under the EU Prospectus Regulation and by the Luxembourg Stock Exchange for the purpose of giving information with regard to the issue of Exempt Instruments only by the Issuers under the Programme during the period of 12 months from the date of the Base Prospectus.

This Supplement is supplemental to, and shall be read in conjunction with, the Base Prospectus. To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference into the Base Prospectus, the statements in (a) above will prevail.

The Supplement has been approved by the CSSF as competent authority under the EU Prospectus Regulation. The CSSF only approves the Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the EU Prospectus Regulation. The CSSF does not approve the information relating to the issue of Exempt Instruments.

The Supplement has also been approved by the Luxembourg Stock Exchange under Part IV of the Luxembourg law dated 16 July 2019 on prospectuses for securities, for the purpose of giving information with regard to the issue of Exempt Instruments. The Supplement has been deposited with SIX Exchange Regulation Ltd. in its capacity as review body pursuant to article 54 of the Swiss Financial Services Act of 15 June 2018, as amended.

**Right of withdrawal**

**In accordance with Article 23(2) of the EU Prospectus Regulation, investors in the European Economic Area who have already agreed to purchase or subscribe for Instruments issued under the Base Prospectus before this Supplement is published and where the Instruments have not yet been delivered to them at the time when the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted have the right, exercisable within three working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. This right is exercisable up to, and including, 13 August 2026. Investors may contact the relevant Authorised Offeror(s) (as set out in the Final Terms of the relevant Instruments) should they wish to exercise such right of withdrawal.**

**Responsibility**

BAC accepts responsibility for the information contained in this Supplement and to the best of the knowledge of BAC, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect its import.

**Purpose of this Supplement**

The purpose of this Supplement is to:

- incorporate by reference BAC's quarterly report on Form 10-Q for the quarter ended 30 June 2026, filed with the United States Securities and Exchange Commission (the "**SEC**") on 31 July 2026;

- update the section of the Base Prospectus entitled "*General Information*";

- amend certain definitions and provisions in the General Terms and Conditions of the Notes, the Product Conditions and the Form of Final Terms of the Notes to facilitate the combination of TARN Automatic Early Redemption with Deferred Interest; and

- amend and supplement the information in the summary of each of the final terms dated 1 July 2026 (ISIN: XS3237134997), the final terms dated 1 July 2026 (ISIN: XS3280485155) and the final terms dated 7 August 2026 (XS3332412850).

**Information being supplemented**

***1. Document incorporated by reference***

The following documents, which have previously been published and have been filed with the CSSF, shall be deemed to be incorporated in, and to form part of, the Base Prospectus:

(a) BAC's Quarterly Report on Form 10-Q for the quarter ended 30 June 2026 filed with the SEC on 31 July 2026 (available for viewing at https://dl.luxse.com/dlp/1038ed23e6812f400e9a5d8bc821f28c1f (the "**BAC 30 June 2026 Quarterly Report**")) (other than with respect to this report, information that is furnished but deemed not to have been filed under the rules of the SEC).

**Documents Incorporated by Reference Cross-Reference List**

**The following table indicates where information required by the Commission Delegated Regulation (EU)** 2019/980 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council and repealing Commission (EC) No 809/2004 (as amended, the "**EU PR Regulation**") to be disclosed in, and incorporated by reference into, this Base Prospectus can be found in the documents referred to above.

Information about BAC

| Information required by the EU PR Regulation | Document/Location |
|---|---|
| Expected Financing Activities (*Annex 6, Section 4, Item 4.1.8 of the EU PR Regulation*) | BAC 30 June 2026 Quarterly Report (pages 24-25, 80) |
| Legal and arbitration proceedings (*Annex 6, Section 11, Item 11.4.1 of the EU PR Regulation*) | BAC 30 June 2026 Quarterly Report (pages 83-84) |
| Share Capital of BAC (*Annex 6, Section 12, Item 12.1 of the EU PR Regulation*) | BAC 30 June 2026 Quarterly Report (page 84) |

Any information included in the BAC 30 June 2026 Quarterly Report that is not included in the cross-reference list is not incorporated by reference and is therefore either (a) covered elsewhere in the Base Prospectus; or (b) not relevant to an investor (meaning that it is not necessary information to be included in the Base Prospectus pursuant to Article 6(1) of the EU Prospectus Regulation and is not otherwise required to be included under the relevant schedules of the EU PR Regulation).

### 2. *Updating of the section entitled "General Information"*

(a) The information contained within the "*General Information*" section on page 922 of the Original Base Prospectus at paragraph (6) entitled "*Significant or Material Change*", shall be deleted and replaced with the following information:

"*The following statements are made solely in the context of the issuance of Instruments under this Base Prospectus. Material information about the respective financial condition and prospects of each Issuer and the Guarantor is included in each of the relevant Issuer's and Guarantor's annual and interim reports, as applicable, which are incorporated by reference into this Base Prospectus.*

There has been no significant change in the financial position or financial performance of BAC and its subsidiaries on a consolidated basis since 30 June 2026. There has been no significant change in the financial position or financial performance of MLBV since 31 December 2025. There has been no significant change in the financial position or financial performance of BofA Finance since 31 December 2025.

There has been no material adverse change in the prospects of MLBV, BofA Finance or BAC and its subsidiaries on a consolidated basis since 31 December 2025."

(b) The information contained within the "*General Information*" section on pages 922-923 of the Original Base Prospectus at paragraph (7) entitled "*Litigation*", shall be deleted and replaced with the following information:

"Save as disclosed in (i) the section entitled "Litigation and Regulatory Matters" on pages 140 to 141, being the Litigation and Regulatory Matters section in Note 12 to the Consolidated Financial Statements, of the BAC 2025 Annual Report and (ii) the section entitled "Litigation and Regulatory Matters" on pages 83 to 84, being the Litigation and Regulatory Matters section in Note 10 to the Consolidated Financial Statements, of the BAC 30 June 2026 Quarterly Report, none of MLBV, BofA Finance, BAC and any subsidiary of BAC is or has been involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which MLBV, BofA Finance or BAC are aware) in the 12 months preceding the date of this Base Prospectus which may have or have in such period had a significant effect on the financial position or profitability of MLBV or BAC and its subsidiaries on a consolidated basis."

### *3. Amendments to the summary of the Affected Final Terms*

The subsection entitled "Key financial information of the Guarantor?" in the summary of each of the Affected Final Terms shall be deleted and replaced with the following:

**Key financial information of the Guarantor:**

The following table shows selected key historical financial information prepared in accordance with accounting principles generally accepted in the United States of America ("**U.S. GAAP**") in relation to BAC which is extracted from the audited financial statements as of 31 December 2025 for each of the years ended 31 December 2025 and 31 December 2024 and the unaudited interim financial statements of BAC for the three months periods ended 30 June 2026 and 30 June 2025.

**Summary information – Consolidated Statement of Income**

| | **(Audited) Year ended 31 December** | | **(Unaudited) Three months ended 30 June** | |
|---|---|---|---|---|
| | **2025** | **2024** | **2026** | **2025** |
| | *(Dollars in millions)* | | *(Dollars in millions)* | |
| Interest income | 138,566 | 146,607 | 33,832 | 34,873 |
| Interest expense | 78,470 | 90,547 | 17,835 | 20,203 |
| Total noninterest income | 53,001 | 49,796 | 15,561 | 12,773 |
| Total noninterest expense | 69,727 | 66,812 | 18,627 | 17,183 |
| Income before income taxes | 37,695 | 33,223 | 11,565 | 8,668 |
| Net income | 30,509 | 26,973 | 9,074 | 7,170 |

**Summary information – Consolidated Balance Sheet**

| | **(Audited) As at 31 December** | | **(Unaudited) As at 30 June** |
|---|---|---|---|
| | **2025** | **2024** | **2026** |
| | *(Dollars in millions)* | | *(Dollars in millions)* |
| Long-term debt | 317,816 | 283,279 | 339,863 |
| Short-term borrowings | 48,088 | 43,391 | 59,979 |
| Cash and cash equivalents | 231,845 | 290,114 | 229,745 |
| Total assets | 3,411,738 | 3,261,299 | 3,499,191 |
| Total liabilities | 3,108,495 | 2,967,336 | 3,198,097 |
| Total shareholders' equity | 303,243 | 293,963 | 301,094 |

**Summary information – Consolidated Statement of Cash Flows**

| | **(Audited) As at 31 December** | | **(Unaudited) As at 30 June** | |
|---|---|---|---|---|
| | **2025** | **2024** | **2026** | **2025** |
| | *(Dollars in millions)* | | *(Dollars in millions)* | |
| Net cash provided by (used in) operating activities | 12,613 | (8,805) | 70,813 | (11,316) |
| Net cash provided by (used in) financing activities | 69,948 | 60,369 | 11,184 | 127,891 |
| Net cash provided by (used in) investing activities | (145,157) | (90,693) | (83,208) | (145,928) |

**Qualifications in audit report on historical financial information:** There were no qualifications in the audit report with respect to the Guarantor's historical financial information included herein.

The CSSF has neither approved nor reviewed the information contained in the summary to each of the Affected Final Terms.

### *4. Amendments to the General Terms and Conditions of the Notes*

(a) The definition of "Interest Payment Date" in Condition 5(B) of the General Terms and Conditions of the Notes on pages 304-305 of the Original Base Prospectus shall be amended by the addition of the following new sub-paragraph (D) after sub-paragraph (C):

"(D) the earlier of (a) the TARN Automatic Early Redemption Date in respect of which a TARN Automatic Early Redemption Event first occurs and (b) the Maturity Date (or such other date specified in the Issue Terms)."

(b) The definition of "Interest Payment Date(s)" in Condition 5(C)(a) of the General Terms and Conditions of the Notes on pages 306-307 of the Original Base Prospectus shall be amended by the addition of the following new sub-paragraph (D) after sub-paragraph (C):

"(D) the earlier of (a) the TARN Automatic Early Redemption Date in respect of which a TARN Automatic Early Redemption Event first occurs and (b) the Maturity Date (or such other date specified in the Issue Terms)."

### *5. Amendments to the Product Conditions*

The definitions of "TARN Automatic Early Barrier Observation Date" and "TARN Automatic Early Redemption Date" in the Product Conditions on page 802 of the Original Base Prospectus shall be deleted and replaced with the following:

"**TARN Automatic Early Barrier Observation Date**" means, in respect of a TARN Automatic Early Redemption Date, the TARN Number of Banking Days immediately preceding such TARN Automatic Early Redemption Date or such other date as specified in the relevant Issue Terms.

"**TARN Automatic Early Redemption Date**" means the Interest Payment Date or Interest Reference Date corresponding to the TARN Automatic Early Barrier Observation Date in respect of which a TARN Automatic Early Redemption Event has occurred."

### *6. Amendments to the Form of Final Terms of the Notes*

(a) The Interest Payment Date(s) elections in paragraph 16(b) (on pages 185-186 of the Original Base Prospectus) (in respect of Fixed Rate Notes), and the Specified Interest Payment Date(s) elections in paragraph 17(a) (on page 187 of the Original Base Prospectus) (in respect of Floating Rate Notes, Inverse Floating Rate Notes and Steepener Floating Rate Notes) of the Form of Final Terms of the Notes shall be amended by the addition of the following new election:

"[The earlier of: (i) the TARN Automatic Early Redemption Date in respect of which a TARN Automatic Early Redemption Event first occurs; and (ii) [the Maturity Date][●].]]"

(b) Paragraph 25(d) of the Form of Final Terms of the Notes (on page 228 of the Original Base Prospectus) shall be deleted and replaced with the following:

| | | |
|---|---|---|
| "(d) | TARN Automatic Early Barrier Observation Date(s) | [●] [As specified in the Product Conditions, where:<br><br>TARN Number of Banking Days: [●] Banking Days"] |

**General**

This Supplement and the document incorporated by reference will be available for viewing and can be obtained during normal business hours from the specified office of the applicable Paying Agent (in respect of Notes) and the applicable W&C Instrument Agent (in respect of W&C Instruments) and on the Luxembourg Stock Exchange's website at *www.luxse.com*.